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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL					
OMB Number:	3235-0076				
Expires:	April 30, 2008				
Estimated average burden					

16.00

hours per response



Name of Offering (☐ check if the Midwood Capital Partners, L.P. Ii	s is an amendment and name has changed, and indi mited partnership interests	icate change.)
Filing under (Check box(es) that ap Type of Filing: New Filing	oply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☒ Amendment	Section 4(6) ☐ ULOE
	A. BASIC IDENTIFICATION DATA	
 Enter the information requeste 		V 150 / 22 2005
Name of Issuer (check if this Midwood Capital Partners, L.P.	s an amendment and name has changed, and indica	ate change.)
Address of Executive Offices c/o Midwood Capital Managemer MA 02108	(Number and Street, City, State, Zip Code) nt LLC, One Washington Mall, 8 th Floor, Boston,	Telephone Number (Including Area Gode) 617-226-2614
Address of Principal Business Ope (if different from Executive Offices)	rations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business Investments in securities		Stream
Type of Business Organization		
□ corporation		∃other (please specify): ່ໍ່ NGV 1.5. 2005
☐ business trust	☐ limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Org	anization: (Enter two- letter U.S. Postal Service abbre	
	CN for Canada; FN for other foreign jurisdi	iction) D E 🐃

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter th	ne information red				£	
, •			the issuer has been or rect the vote or disposit			peneficial owner having the securities of the issuer;
•	Each executive issuers; and	officer and dire	ector of corporate issue	rs and of corporate gen	eral managing pa	rtners of partnership
•			artnership of partnershi	•		
Check Box(es		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer of Managing Partner	Director	☐ General and/or Managing Partner
Midwood C	ast name first, if ind apital Partners,	LLC				
	Residence Address n gton Mall, 8th F	(Number loor, Boston, l	and Street, City, State, Zi	p Code)		
Check Box(es		☐ Promoter	Beneficial Owner	☐ Executive Officer of Managing Partner	Director	General and/or Managing Partner
	ast name first, if ind ca Reinsurance					
	Residence Address aza, New York,		and Street, City, State, Zi	p Code)		
Check Box(es	s) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
	ast name first, if ind r Company d/b/a		tal			
	Residence Address nore Drive, Gree		and Street, City, State, Zi 30	p Code)		
Check Box(es	s) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	ast name first, if ind fe Insurance Co					
	Residence Address ve. NE, Suite 12		and Street, City, State, Zi VA 98004-5135	p Code)		
Check Box(es		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (La	ast name first, if ind	lividual)				
Business or F	Residence Address	(Number	and Street, City, State, Zi	p Code)		
Check Box(e		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (La	ast name first, if ind	lividual)				
Business or F	Residence Address	(Number	and Street, City, State, Zi	p Code)		
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (L	ast name first, if ind	lividual)				
Business or F	Residence Address	(Number	and Street, City, State, Zi	p Code)		
Check Box(e		Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (L	ast name first, if ind	lividual)		-		
Business or F	Residence Address	(Number	and Street, City, State, Zi	p Code)		
·		(Use blank sh	eet, or copy and use addi	tional copies of this sheet	as necessary.)	

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING		
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No
	Answer also in Appendix, Column 2, if filing under ULOE.	J	<u></u>
2.	What is the minimum investment that will be accepted from any individual?	\$50,0	00
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	N/A	
Ful	Il Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Naı	me of Associated Broker or Dealer		
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
	heck "All States" or check individual States)	☐ All S	
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	Il Name (Last name first, if individual)	· ·)	ירט רי
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Na	me of Associated Broker or Dealer		
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
	heck "All States" or check individual States)		tates [ID] 🔲
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Bu	siness or Residence Address (Number and Street, City, State, Zip Code)		
Na	ame of Associated Broker or Dealer		,
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers		tates
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[IL]	\square [IN] \square [IA] \square [KS] \square [KY] \square [LA] \square [ME] \square [MD] \square [MA] \square [MI] \square [MN] \square [N	1S] 🔲	[MO] 🔲
[MT] [RI]	M) [IVM]	R) C	[PA] [PR]
ſRII	\square (SCL \square (SDL \square (TN) \square (TXL \square (UT) \square (VT) \square (VAL \square (WAL \square (WV) \square (WI) \square (W	M []	IPRI 🗆

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	alre che	er the aggregate offering price of securities included in this offering and the total amount ady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, ck this box and indicate in the columns below the amounts of the securities offered for hange and already exchanged.	·	
			Aggregate	Amount Already
		Type of Security	Offering Price	Sold
		Debt	\$ <u>0</u>	\$
		Equity	\$ <u>0</u>	\$
		☐ Common ☐ Preferred	••	•
		Convertible Securities (including warrants)	\$ <u>0</u>	\$
		Partnership Interests	\$21,740,000	\$ <u>21,740,000</u>
		Other (Specify)	\$	\$
		Total	\$ <u>21,740,000</u>	\$ <u>21,740,000</u>
_		Answer also in Appendix, Column 3, if filing under ULOE.		
2.	this 504	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule, indicate the number of persons who have purchased securities and the aggregate dollar bunt of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors	47	\$21,740,000
		Non-accredited Investors	0	\$
		Total (for filing under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec mor	is filing is for an offering under Rule 504 or 505, enter the information requested for all urities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on the first sale of securities in this offering. Classify securities by type listed in the twelve of the first sale of securities in this offering.		
			Type of	Dollar Amount
		Type of offering	Security	Sold
		Rule 505.		\$
		Regulation A		\$
		Rule 504		\$
		Total		Ψ
4.	sec issu	Furnish a statement of all expenses in connection with the issuance and distribution of the urities in this offering. Exclude amounts relating solely to organization expenses of the IEF. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees.		
		Printing and Engraving Costs	[} \$ <u>0</u>
		Legal Fees	🗵	\$ <u>25,000</u>
		Accounting Fees] \$ <u>0</u>
		Engineering Fees.] \$ <u>0</u>
		Sales Commissions (specify finders' fees separately)] \$ <u>0</u>
		Other Expenses (identify)		
		Total		
	b.	Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		· + ==, ===
		·		\$ <u>21,715,000</u>

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPENSES	S AND USE OF	PROCEEDS	•
5.	used for each of the purposes shown estimate and check the box to the left	usted gross proceeds to the issuer used or pro- If the amount for any purpose is not known, t of the estimate. The total of the payments li to the issuer set forth in response to Part C-C	, furnish an sted must		
	above.			Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees		🗆 \$	<u>0</u>	□ \$ <u>0</u>
	Purchase of real estate		🗆 \$	<u>0</u>	□ \$ <u>0</u>
	Purchase, rental or leasing and in	nstallation of machinery and equipment	🗆 \$	<u>o</u>	□ \$ <u>0</u>
	Acquisition of other business (inc	ouildings and facilitiesbluding the value of securities involved in this r the assets or securities of another issuer pu	offering	<u>0</u>	□ \$ <u>0</u>
				<u>o</u>	□ \$ <u>0</u>
	Repayment of indebtedness		🗆 \$	<u>o</u>	□ \$ <u>0</u>
	Working capital		🗆 \$	<u>0</u>	□ \$ <u>0</u>
	Other (specify): Investments in se	ecurities	🗆 \$	<u>o</u>	⊠ \$ <u>21,715,000</u>
	Column Totals		🗆 \$	<u>0</u>	⊠ \$ <u>21,715,000</u>
	Total Payments Listed (column to	otals added)		\$21,71!	5,000
		D. FEDERAL SIGNATURE			
foll req	owing signature constitutes an underta uest of its staff, the information furnish	be signed by the undersigned duly authorized king by the issuer to furnish to the U.S. Secu ed by the is sue c to any non-accredited invest	rities and Excha	ange Commissio	n, upon written
	uer (Print or Type) Iwood Capital Partners, L.P.	Signature \(\)	Date	alid	05
	me of Signer (Print or Type) vid E. Cohen	Title of Signer (Print or Type) Manager of Midwood Capital Manager	ment LLC, Issu		
		ATTENTION			
	Intentional misstatements or omiss	sions of fact constitute federal criminal vic	olations. (See 1	8 U.S.C. 1001.)	

	E. STATE SIGNATURE					
1.	Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule?	Yes	No ⊠			
	See Appendix, Column 5, for state response.					
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice on Form D (17 CFR 239.500) at such times as required by state law	ice is file	d, a			
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.					
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be e Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the the availability of this exemption has the burden of establishing that these conditions have been satisfied.					
5.	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.					
Issuer ((Print or Type) Signature , Date					
`	od Capital Partners, L.P.	_				

Issuer (Print or Type) Midwood Capital Partners, L.P.	Signature Date
Name (Print or Type)	Title (Print or Type)
David E. Cohen	Manager of Midwood Capital Management LLC, Issuer's General Partner

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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Δ	P	P	F	N	ח	IX	

1	Intend to r accre	dited	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2) Number of Number of Non-			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Accredited Investors	Amount	Accredited Investors	Amount	Yes	No
AL					\$		\$		
AK					\$		\$		
AZ					\$		\$		
AR		Ø	Limited Partnership interests - \$150,000	1	\$ <u>150,000</u>	0	\$ <u>0</u>		
CA			Limited Partnership Interests - \$1,635,000	. 5	\$ <u>1,635,000</u>	0	\$ <u>0</u>		\boxtimes
со					\$		\$		
СТ			Limited Partnership Interests – \$3,000,000	5	\$ <u>3,000,000</u>	0	\$ <u>0</u>		
DE					\$		\$		
DC			Limited Partnership Interests – \$1,000,000	1	\$ <u>1,000,000</u>	0	\$ <u>0</u>		
FL			Limited Partnership Interests – \$100,000	1	\$ <u>100,000</u>	0	\$ <u>0</u>		\boxtimes
GA					\$		\$		
н					\$		\$		
D		\boxtimes	Limited Partnership interest \$100,000	1	\$ <u>100,000</u>	0	\$ <u>0</u>		⊠
IL		\boxtimes	Limited Partnership Interest – \$850,000	1	\$ <u>850,000</u>	0	\$ <u>0</u>		\boxtimes
IN					\$		\$		
IA					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA					\$		\$		
ME				:	\$		\$		
MD					\$		\$		
MA		\boxtimes	Limited Partnership interests - \$2,505,000	16	\$ <u>2,505,000</u>	0	\$ <u>0</u>		\boxtimes
MI					\$		\$		
MN					\$		\$		
MS					\$		\$		
МО					\$		\$		

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AP	PEN	DIX
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1	1 2 3 4 5								
	Intend to r accre	to sell non- edited s in State	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT					\$		\$		
NE					\$		\$		
NV				71100	\$		\$		
NH				,	\$		\$		
NJ		Ø	Limited Partnership interests - \$1,000,000	1	\$ <u>1,000,000</u>	0	\$ <u>0</u>		\boxtimes
NM					\$		\$		
NY		\boxtimes	Limited Partnership interests - \$3,650,000	8	\$ <u>3,650,000</u>	0	\$0		\boxtimes
NC					\$		\$		
ND					\$		\$		
ОН			Limited Partnership interest - \$150,000	1	\$ <u>150,000</u>	0	\$ <u>0</u>		
ок					\$		\$		
OR					\$		\$		
PA		\boxtimes	Limited Partnership interest - \$100,000	1	\$ <u>100,000</u>	0	\$ <u>0</u>		\boxtimes
RI					\$		\$		
sc			·		\$		\$		
SD					\$		\$		
TN					\$		\$		
TX		☒	Limited Partnership interests - \$2,400,000	4	\$2,500,000	0	\$0		
UT					\$		\$		
VT					\$		\$		
VA					\$		\$		
WA		×	Limited Partnership interests - \$5,000,000	1	\$ <u>5,000,000</u>		\$		
W					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		
Other					\$		\$		

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